

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re	:	Chapter 11
	:	
W.R. Grace & Co., <i>et al.</i>	:	Case No. 01-01139 JKF
	:	
Debtors.	:	

**DRAFT ORDER OF WITNESSES WITH ESTIMATED  
TIME OF DIRECT EXAMINATION OF GOVERNMENT  
EMPLOYEES INSURANCE COMPANY AND REPUBLIC INSURANCE  
COMPANY N/K/A STARR INDEMNITY & LIABILITY COMPANY**

Pursuant to the Court’s Fourth Amended Case Management Order Related to the First Amended Joint Plan of Reorganization (D.I. 22819), Government Employees Insurance Company (“GEICO”) and Republic Insurance Company n/k/a Starr Indemnity & Liability Company (“Republic”), by and through their undersigned counsel, hereby submit this draft Order of Witnesses:<sup>1</sup>

1. Michael Powers, Assistant Vice President – Direct Claims, Resolute Management, Inc. – New England Division or Linda MacDonald, Account Manager, Resolute Management, Inc. – New England Division (Est. Direct Exam. – 45 minutes).<sup>2</sup>
2. James B. Shein, Clinical Professor of Management & Strategy, Kellogg

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<sup>1</sup> The Plan Proponents appear to contend that Seaton Insurance Company (“Seaton”) has residual asbestos-related insurance coverage obligations to the Debtors under Unigard Policy No.1-2517. (*See* D.I. 20874, Ex. “5” thereto at 9). Accordingly, in its capacity as an insurer with alleged residual coverage obligations to the Debtors, Seaton also joins in this submission by GEICO and Republic.

<sup>2</sup> The Plan Proponents, on the one hand, and GEICO and Republic, on the other, have agreed to work out a stipulation (similar to the Stipulation executed in Phase I of the Confirmation Hearing) that should avoid the need to have Mr. Powers or Ms. MacDonald testify live at Phase II of the Confirmation Hearing. The Stipulation, however, has not yet been executed by the parties and filed with the Court.

School of Management – Northwestern University (Est. Direct Examination – 1.5 hours).<sup>3</sup>

3. George L. Priest, Professor of Law and Economics, Yale Law School (Est. Direct Exam. – 1.0 hr.).

4. Jay Hughes (Est. Direct Exam. – 30 minutes).

5. Jeffrey Posner (Est. Direct Exam. – 30 minutes).<sup>4</sup>

The foregoing list only includes those witnesses that GEICO and Republic intend to call live in Phase II of the Confirmation Hearing in connection with their case-in-chief. It does not include those witnesses whom GEICO and Republic have designated, or will designate, to testify by deposition. Nor does it address the witnesses of the Plan Proponents or other parties-in-interest (whether they testify live or by declaration). GEICO and Republic, however, reserve the right to examine or cross-examine any such witnesses. In addition, as indicated in their Phase II Pre-Trial Submission, GEICO and Republic reserve their right to call rebuttal witnesses on any issues raised by the Plan Proponents or other parties-in-interest in connection the plan confirmation proceedings.

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<sup>3</sup> It is anticipated that CNA's counsel will handle the direct examination of Prof. Shein, although counsel for GEICO and Republic may have additional direct examination. The 1.5 hour estimate is the total for both.

<sup>4</sup> On August 19, 2009, the Plan Proponents disclosed for the first time their intention to call an unidentified "Sealed Air Witness" to testify on their behalf on the purported "appropriateness of releases" contained in the Plan. This proposed witness was not listed on the Plan Proponents' Final Witness List or any of the three Phase II Pre-Trial Statements filed by the Plan Proponents. GEICO and Republic object to the late disclosure of this unidentified witness. If the Court, however, permits this witness to testify, he/she must be identified immediately and made available for deposition by August 28, 2009. In addition to those witnesses listed above, GEICO and Republic reserve the right to call this unidentified witness as part of their case-in-chief.

They also reserve the right to call any witness not listed for the purpose of laying a foundation for the admission of documents and other evidence.

Respectfully submitted,

Dated: August 20, 2009

/s/ David P. Primack

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